

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Aquam USA, Inc.</u>	
<hr/>		
2. All other names debtor used in the last 8 years <small>Include any assumed names, trade names and doing business as names</small>	DBA Specialized Pipe Technologies DBA Specialized Plumbing Technologies	
<hr/>		
3. Debtor's federal Employer Identification Number (EIN)	<u>47-4731308</u>	
<hr/>		
4. Debtor's address	Principal place of business <u>1270 W Mission Ave</u> Escondido, CA 92029 <small>Number, Street, City, State & ZIP Code</small> <u>San Diego</u> <small>County</small>	Mailing address, if different from principal place of business <hr/> <small>P.O. Box, Number, Street, City, State & ZIP Code</small> Location of principal assets, if different from principal place of business <hr/> <small>Number, Street, City, State & ZIP Code</small>
<hr/>		
5. Debtor's website (URL)	<u>https://sptpipe.com</u>	
<hr/>		
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	
<hr/>		

Debtor **Aquam USA, Inc.**
Name

Case number (if known)

7. Describe debtor's business A. *Check one:*

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. *Check all that apply*

- ☐ Tax-exempt entity (as described in 26 U.S.C. §501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

2371**8. Under which chapter of the Bankruptcy Code is the debtor filing?***Check one:*

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. *Check all that apply:*

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

Debtor **Aquam USA, Inc.**
Name

Case number (if known)

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
- ☐ No
☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor **Nu Flow America, Inc.** Relationship **Affiliate**

District **Delaware** When **4/18/23** Case number, if known

11. Why is the case filed in this district?

Check all that apply:

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

☒ No

☐ Yes.

Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard?

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other

Where is the property?

Number, Street, City, State & ZIP Code

Is the property insured?

☐ No

☐ Yes. Insurance agency

Contact name

Phone

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

☐ 1-49

☐ 50-99

☐ 100-199

☐ 200-999

☐ 1,000-5,000

☒ 5001-10,000

☐ 10,001-25,000

☐ 25,001-50,000

☐ 50,001-100,000

☐ More than 100,000

15. Estimated Assets

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **Aquam USA, Inc.**
Name

Case number (if known)

16. Estimated liabilities☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Aquam USA, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **April 18, 2023**
MM / DD / YYYY**X** /s/ Dan Squiller
Signature of authorized representative of debtor

Title **CEO****Dan Squiller**
Printed name**18. Signature of attorney****X** 
Signature of attorney for debtorDate **April 18, 2023**
MM / DD / YYYY**Scott Cousins**
Printed name**Cousins Law LLC**
Firm name**Brandywine Plaza West
1521 Concord Pike, Suite 301
Wilmington, DE 19803**

Number, Street, City, State & ZIP Code

Contact phone **+1 (302) 824-7081**Email address **scott.cousins@cousins-law.com****3079 DE**

Bar number and State

Exhibit A

(Resolution)

**ACTION BY WRITTEN CONSENT
OF THE
BOARD OF DIRECTORS
OF
AQUAM USA, INC.**

April 17, 2023

The undersigned, being the sole member of the Board of Directors (the “Board”) of Aquam USA, Inc., a Delaware corporation (the “Company”), does hereby consent, adopt, and approve the following resolutions and each and every action effected thereby by written consent in lieu of a meeting, pursuant to (i) the relevant provisions of the organizational documents of the Company and (ii) Section 141(f) of the General Corporation Law of the State of Delaware.

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and the Company’s business on the date hereof, including the historical performance of the Company, the assets of the Company, the present and future liabilities of the Company, and the market for the Company’s products, services, and assets; and it is further

WHEREAS, the Board has received, reviewed, and considered the recommendations of the Company’s management, legal, financial, and restructuring advisors as to the relevant risks and benefits of pursuing a bankruptcy proceeding under the provisions of chapter 7 of title 11 of the United States Code (the “Bankruptcy Code”); and it is further

WHEREAS, the Board has determined, after due consultation with members of the Company’s management and the legal and financial advisors of the Company, that it is advisable and in the best interest that it is in the best interest of the Company and all of its residual claimants, including its creditors, and other interested parties to file voluntary petitions for relief under Chapter 7 of the Bankruptcy Code.

NOW, THEREFORE, BE IT:

Commencement and Prosecution of Bankruptcy Case

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company, the Company’s stakeholders, the creditors of the Company, and other interested parties of the Company that a voluntary petition be filed in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) by the Company thereby commencing a case under the provisions of Chapter 7 of the Bankruptcy Code; and it is further

RESOLVED, that Dan Squiller, as Chief Executive Officer (the “Authorized Officer”) is authorized, empowered, and directed to execute on behalf of the Company a petition for relief under Chapter 7 of the Bankruptcy Code and to file such petition in the Bankruptcy Court, and to execute any affidavits, forms, schedules, applications or any other pleadings or documents which are necessary or appropriate; and it is further

RESOLVED, that the law firm of Cousins Law LLC (“Cousins Law”) be, and hereby is, authorized, directed and empowered to represent the Company as bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company’s rights, including the preparation of pleadings and filings in its Bankruptcy Case; and it is further

General Authorization and Ratification

RESOLVED, that any and all past actions heretofore taken by any Authorized Officers of the Company in the name of and on behalf of the Company in furtherance of any or all of the proceeding resolutions, and all transactions related thereto, be, and the same hereby are, ratified, confirmed, approved and adopted as a duly authorized act of the Company in all respects and for all purposes; and it is further ; and it is further

RESOLVED, that the Authorized Officer is hereby authorized and directed, in the Company’s name and on its behalf, to take or cause to be taken any and all such additional action or actions as, in the judgment of the officer or officers taking or causing such action or actions, may appear desirable or appropriate to carry out the purposes of the foregoing resolutions.

IN WITNESS THEREOF, this written consent has been executed by the undersigned member of the Board of the Company effective as of the 17th day of April, 2023.

DocuSigned by:

Dan Squiller

E3F45781FAED422...
Dan Squiller

CEO

Title

4/17/2023

Date

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Aquam USA, Inc.,

Debtor.¹

Chapter 7

Case No. 23-_____ (____)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FED. R. BANKR. P. 1007(a)(1) AND 7007.1**

Pursuant to Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor, to the best of their knowledge, information, and belief, hereby state as follows:

1. Aquam Corporation (Canada) owns 100% of the equity interest of Debtor Aquam USA, Inc.

¹ The Debtor in this chapter 7 case, along with the last four digits of its taxpayer identification number, is Aquam USA, Inc. (1308). The Debtor's mailing address is 1270 W Mission Ave., Escondido, CA 92029.

Fill in this information to identify the case:Debtor name Aquam USA, Inc.United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

☐ Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☒ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☒ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☒ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☒ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☒ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ *Amended Schedule*
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration **Corporate Ownership Statement Pursuant to Fed. R. Bankr. P. 1007 and 7001.1**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 18, 2023**X /s/ Dan Squiller**

Signature of individual signing on behalf of debtor

Dan Squiller

Printed name

CEO

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

Aquam USA, Inc.,

Debtor.¹

Chapter 7

Case No. 23-_____ (____)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. R. Bankr. P. 2016(b), I certify that my firm, Cousins Law LLC (“Cousins Law”), is counsel for the above-captioned debtor (the “Debtor”) and that compensation paid to Cousins Law within one year before the filing of the petition in bankruptcy, or agreed to be paid to Cousins Law, for services rendered or to be rendered on behalf of the Debtor in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, Cousins Law has agreed to accept \$19,980.00

Prior to filing this statement Cousins Law has received \$19,980.00

Balance due \$0.00

2. The source of the compensation paid to Cousins Law was Aquam Corporation (Canada).

3. Cousins Law has not agreed to share the above-disclosed compensation with any other person, unless they are a partner, counsel, or associate of Cousins Law.

4. In return for the above-disclosed fee, Cousins Law has agreed to pay the filing fees required to commence this bankruptcy case and has further agreed to render legal services relating to this bankruptcy case, including:

- a. Analyzing the Debtor’s financial situation and rendering advice to the Debtor in determining whether to file a bankruptcy petition;
- b. Preparing and filing a voluntary petition in bankruptcy and certain other documents that may be required;

¹ The Debtor in this chapter 7 case, along with the last four digits of its taxpayer identification number, is Nu Flow America, Inc. (4340). The Debtor’s mailing address is 1270 W Mission Ave., Escondido, CA 92029.

- c. Representing the Debtor at the meeting of creditors, and any adjourned hearings thereof.

5. By agreement with the Debtor, the above-disclosed fee does not include the representation of the Debtor in adversary proceedings or other contested bankruptcy matters, nor does it include any future non-bankruptcy representation.

CERTIFICATION

I hereby certify that the foregoing is a complete statement of any agreement or arrangement for payment to Cousins Law for representation of the Debtor in this bankruptcy proceeding.

Dated: April 18, 2023
Wilmington, Delaware

/s/ Scott D. Cousins
Scott D. Cousins (No. 3079)
Scott D. Jones (No. 6672)
COUSINS LAW LLC
Brandywine Plaza West
1521 Concord Pike, Suite 301
Wilmington, Delaware 19803
Telephone: (302) 824-7081
Facsimile: (302) 295-0331
Email: scott.cousins@cousins-law.com
scott.jones@cousins-law.com